

#5

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application

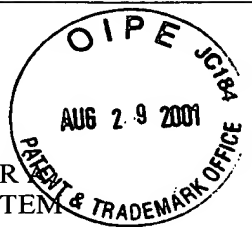
Inventors: Tu, et al.

Application No.: 09/618,954

Filed: July 19, 2000

Title: METHOD AND APPARATUS FOR

SECURE REMOTE ACCESS SYSTEM



PATENT APPLICATION

Customer No. 28554

RECEIVED

AUG 3 1 2001

POWER OF ATTORNEY BY ASSIGNEE UNDER 37 C.F.R. §§3.71, 3.73(b) Technology Center 2100

Assistant Commissioner for Patents
Washington, DC 20231

Sir:

The below-identified Assignee is the owner of the entire right, title and interest in the above-identified patent application by virtue of the following assignments:

- X From inventors to Monggo, Inc. (renamed Levient Corporation).
The assignment was recorded in the United States Patent and Trademark Office at Reel 011345, Frames 0241-0244, or for which a copy thereof is attached.
- X From Levient Corporation to fusionOne, Inc.
A true copy of the assignment is attached hereto, the original of which has been (or is herewith) forwarded to the United States Patent and Trademark Office for recording.

The undersigned (whose title is supplied below) is empowered to sign this statement on behalf of the Assignee.

Assignee hereby revokes any prior Powers of Attorney and appoints Kirk J. DeNiro, Reg. No. 35,854, William J. Harmon, Reg. No. 40,635, Burt Magen, Reg. No. 37,175, Brian I. Marcus, Reg. No. 34,511, and Larry E. Vierra, Reg. No. 33,809 to prosecute this application and transact all business in the United States Patent & Trademark Office connected therewith; said appointment to be to the exclusion of the inventor(s) and the inventor's(s') attorney(s) in accordance with the provisions of 37 C.F.R. §3.71.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true, and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under §1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Please address all correspondence to:

William J. Harmon, III
VIERRA MAGEN MARCUS HARMON & DENIRO LLP
(415) 369-9660
685 Market Street, Suite 540
San Francisco, CA 94105-4206

Please direct all telephone calls to:

William J. Harmon, III

Assignee: fusionOne, Inc.

Assignee Type: Corporation

Signor's Name: David Multer

Signor's Title: Vice President of Engineering and Chief Technical Officer

Signature: [Signature] Date: JULY 27, 2001



CORPORATE TO CORPORATE
ASSIGNMENT OF PATENTS, APPLICATIONS, AND INVENTIONS

WHEREAS, Levient Corporation, a corporation organized and existing under the laws of the State of Delaware and having a principal place of business at 2975 Bowers Avenue, Suite 300, Santa Clara, California 95051 (hereinafter "ASSIGNOR"), is the owner of all right, title and interest in the following Letters Patents and applications therefor:

Title:	METHOD AND APPARATUS FOR A SECURE REMOTE ACCESS SYSTEM
Inventors:	Edgar Allan Tu Eric Pang
Application SC/Serial No. or Patent No.	09/618,954
Filed or Issued Date:	July 19, 2000
Attorney Docket No.	MONG-00-002
PRIOR ASSIGNMENT DATA (INVENTORS TO CORPORATE)	
Prior Assignment Date:	November 16, 2000
Recording Data (Date/Reel/Frames)	Date: December 4, 2000 Reel: 011345 Frames: 0241-0244
PRIOR ASSIGNMENT DATA (CORPORATE TO CORPORATE)	
Prior Assignment Date:	
Recording Data (Date/Reel/Frames)	

WHEREAS, PATENT PROPERTY shall include each and all of the following:

(a) the foregoing Letters Patents and applications therefor and the inventions disclosed therein, and all embodiments of such inventions heretofore assigned to ASSIGNOR [all collectively hereinafter termed "said inventions"];

(b) all rights to apply in any and all countries of the world for patents, certificates of invention or other governmental grants on said inventions, including the right to apply for patents pursuant to the International Convention for the Protection of Industrial Property or pursuant to any other convention, treaty, agreement or understanding;

(c) any and all applications filed and any and all patents, certificates of invention or other governmental grants granted on said inventions in the United States or any other country, including each and every application filed and each and every patent granted on any application which is a division, substitution, or continuation of any of said applications;

(d) each and every reissue or extension of any of said patents;

(e) each and every patent claim resulting from a reexamination certificate for any and all of said patents, and

(f) the right to sue for and all claims for damages, profits or other recovery resulting from infringement, including past infringement, of any of the foregoing.

WHEREAS, fusionOne, Inc., a corporation organized and existing under the laws of the State of Delaware and having a principal place of business at 55 Almaden Boulevard, Suite 800, San Jose, California (hereinafter "ASSIGNEE") is to acquire from ASSIGNOR the entire right, title and interest in and to said Patent Property.

NOW THEREFORE, for good and valuable consideration acknowledged by said ASSIGNOR to have been received in full from said ASSIGNEE:

1. ASSIGNOR hereby sells, assigns, transfers and otherwise conveys to ASSIGNEE, and ASSIGNEE's successors, legal representatives and assigns, the entire right, title and interest in and to the PATENT PROPERTY.

2. ASSIGNOR further agrees to execute and cause to be executed such additional instruments as may be necessary or desirable to confirm the transfer of rights as herein contemplated, to record the transfer of rights in the United States and throughout the world, and to permit ASSIGNEE, and ASSIGNEE's successors, legal representatives and assigns to enforce the PATENT PROPERTY.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its duly authorized corporate officer and delivered to ASSIGNEE this 26th day of July, 2001, in the State of California

LEVIENT CORPORATION

By: Noreen Bergin

Name: Noreen Bergin

Title: Chief Financial Officer

State of California)

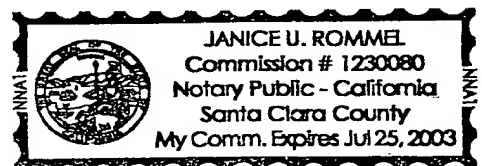
County of Santa Clara)

On July 26, 2001 before me, Janice U. Rommel
(name and title of officer)

personally appeared Noreen Bergin personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Janice U. Rommel





PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SEA GODDESS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "LEVIENT CORPORATION" UNDER THE NAME OF "LEVIENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF APRIL, A.D. 2001, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3158467 0100M

AUTHENTICATION: 1 99551

010199202

DATE: 04-25-01

**CERTIFICATE OF MERGER OF
SEA GODDESS, INC. INTO
LEVIENT CORPORATION**

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Levient Corporation, a Delaware corporation, hereby certifies as set forth below:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Levient Corporation	Delaware
Sea Goddess, Inc.	Delaware

2. An agreement and plan of merger and reorganization (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 228 and 251 of the DGCL.

3. Levient Corporation is the surviving corporation of the merger (the "Surviving Corporation").

4. Upon the effectiveness of the merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated as set forth in Exhibit A hereto.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 2975 Bowers Avenue, Suite 300, Santa Clara, California 95051.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The merger shall become effective immediately upon the filing of this certificate with the Secretary of State of Delaware in accordance with Sections 251, 103 and 228 of the DGCL.

This Certificate of Merger has been executed, acknowledged and attested on April 25, 2001.

LEVIENT CORPORATION

By: /s/ Edgar Tu

EDGAR TU

President

ATTEST:

By: /s/ Betty Yamanaka

Betty Yamanaka

Secretary



EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LEVIENT CORPORATION

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Levient Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law")

DOES HEREBY CERTIFY:

FIRST: That this corporation was originally incorporated as Monggo, Inc. on January 12, 2000, pursuant to the General Corporation Law.

SECOND: That this corporation changed its name to Levient Corporation on January 17, 2001, pursuant to the General Corporation Law.

THIRD: The Restated Certificate of Incorporation of Levient Corporation, in the form set forth below, has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law by the directors and the stockholders of the corporation.

FOURTH: The Restated Certificate of Incorporation, as so adopted, reads in full as set forth below:

ARTICLE I

The name of the corporation is Levient Corporation.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of Common Stock. The par value of the Common Stock shall be \$0.001 per share.

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the by-laws of the corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

ARTICLE VII

Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.